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17591-D

APR 25 1995

1:30 AM

April 25, 1995

LICENSING BRANCH

APR 25 9 12 AM '95

RECEIVED
APR 25 1995

Recordation No. 17591-D

Dear Mr. Williams:

On behalf of The Bank of California, N.A., I submit for filing and recording under U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Partial Termination of Security Agreement ("Release") made as of April 24, 1995.

The Party to the enclosed Release is:

The Bank of California, N.A.
400 California Street
San Francisco, CA 94111

RELEASING PARTY

The said Release is a partial release of all right, title and interest of The Bank of California, N.A. ONLY as to those 309 covered hopper car in Exhibit A of the Release as covered in and under that certain Second Amended and Restated Security Agreement ("Security Agreement") dated as of August 8, 1994, filed and recorded with the Interstate Commerce Commission under Recordation No. 17591-C and the Release should be recorded under the next available letter under Recordation No. 17591, which we believe is -D.

The equipment covered by the enclosed Release is the equipment covered in Exhibit A of the Release.

A short summary of the Release to appear in the ICC Index is as follows:

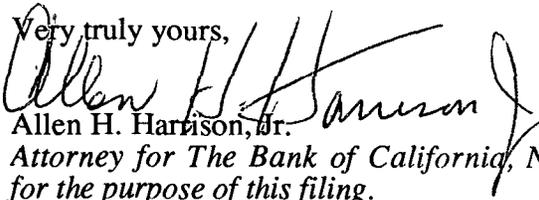
"Partial Release covering 309 covered hoppers"

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the

Counterparts - 4 B. Harmon

ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for The Bank of California, N.A.
for the purpose of this filing.

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND
8360-020



Interstate Commerce Commission
Washington, D.C. 20423-0001

4/25/95

Office Of The Secretary

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, PC
1100 New York Avenue, NW., Ste. 750
Washington, DC, 20005-3934

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/25/95 at 9:15AM , and assigned recordation number(s).

17591-D.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100606008)

\$ _____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

PARTIAL TERMINATION OF
SECURITY AGREEMENT

RECORDATION NO. 17591-D
APR 25 1995 10:00 AM

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is made as of April 24, 1995 by THE BANK OF CALIFORNIA, N.A., a national banking association, as agent ("Agent"), for the benefit of HELM-PACIFIC LEASING, a Nebraska joint venture ("HPL").

1. **Recitals.** HPL owns three-hundred & nine (309) covered hopper railcars bearing Association of American Railroad Designation Numbers as listed on Exhibit A (the "Units"). HPL has granted a blanket security interest in all its railcars at any time or from time to time owned by HPL or which HPL has any ownership interest ("Collateral") to the Agent upon the terms and conditions provided in that certain Second Amended and Restated Security Agreement dated as of August 8, 1994 between HPL and Agent, as amended ("Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 17591-C filed on August 8, 1994 at 12:40 PM.

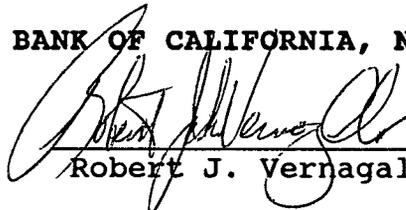
HPL is planning to sell the Units to a third party and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent and HPL desire to terminate the Secured Party's security interest in the Units.

2. **Termination of Security Interest.** The Secured Party's security interest in the Units shall be and is hereby terminated upon the filing of this Partial Termination with the ICC and all of the Secured Party's right, title and interest in and to the Units shall and has become null and void.

This Partial Termination shall have no effect on the Secured Party's security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Equipment Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Secured Party, pursuant to due authority, has executed this Partial Termination of Security Agreement on the date indicated below its signature.

THE BANK OF CALIFORNIA, N.A.

By: 

Robert J. Vernagallo

Title: Vice-President

Date: 4-21-95

EXHIBIT A

To the Partial Termination of Security Agreement dated April 24, 1995 between Helm-Pacific Leasing Corporation and The Bank of California as Agent.

Equipment Description:

One hundred thirteen (113), 4,580 - 4,750 cubic foot, 100 ton, trough hatch covered hopper railcars.

Unit Numbers:

1. TNM 1041	30. TNM 1099	59. TNM 1146	88. TNM 1186
2. TNM 1061	31. TNM 1103	60. TNM 1149	89. TNM 1187
3. TNM 1062	32. TNM 1104	61. TNM 1151	90. TNM 1188
4. TNM 1064	33. TNM 1106	62. TNM 1152	91. TNM 1189
5. TNM 1065	34. TNM 1107	63. TNM 1153	92. TNM 1190
6. TNM 1066	35. TNM 1108	64. TNM 1154	93. TNM 1191
7. TNM 1067	36. TNM 1110	65. TNM 1156	94. TNM 1194
8. TNM 1069	37. TNM 1113	66. TNM 1157	95. TNM 1195
9. TNM 1070	38. TNM 1114	67. TNM 1158	96. TNM 1196
10. TNM 1071	39. TNM 1115	68. TNM 1159	97. TNM 1197
11. TNM 1072	40. TNM 1116	69. TNM 1162	98. TNM 1198
12. TNM 1073	41. TNM 1117	70. TNM 1163	99. TNM 1199
13. TNM 1074	42. TNM 1118	71. TNM 1164	100. TNM 1200
14. TNM 1075	43. TNM 1120	72. TNM 1166	101. TNM 1201
15. TNM 1076	44. TNM 1122	73. TNM 1168	102. TNM 1202
16. TNM 1081	45. TNM 1123	74. TNM 1169	103. TNM 1203
17. TNM 1082	46. TNM 1124	75. TNM 1170	104. TNM 1204
18. TNM 1083	47. TNM 1126	76. TNM 1172	105. TNM 1205
19. TNM 1085	48. TNM 1127	77. TNM 1174	106. TNM 1206
20. TNM 1087	49. TNM 1132	78. TNM 1175	107. TNM 1208
21. TNM 1088	50. TNM 1133	79. TNM 1176	108. TNM 1209
22. TNM 1089	51. TNM 1134	80. TNM 1178	109. TNM 1210
23. TNM 1090	52. TNM 1135	81. TNM 1179	110. TNM 1288
24. TNM 1091	53. TNM 1136	82. TNM 1180	111. TNM 1289
25. TNM 1093	54. TNM 1137	83. TNM 1181	112. TNM 1305
26. TNM 1095	55. TNM 1138	84. TNM 1182	113. TNM 1316
27. TNM 1096	56. TNM 1140	85. TNM 1183	
28. TNM 1097	57. TNM 1142	86. TNM 1184	
29. TNM 1098	58. TNM 1143	87. TNM 1185	

EXHIBIT A - Continued

Equipment Description:

One hundred eleven (111), 4,750 cubic foot, 100 ton capacity, jumbo, three pocket, covered hopper railcars with trough hatches.

Unit Numbers:

1. TNM 1004	29. TNM 1150	57. TNM 1243	85. TNM 1283
2. TNM 1007	30. TNM 1177	58. TNM 1244	86. TNM 1287
3. TNM 1008	31. TNM 1207	59. TNM 1247	87. TNM 1293
4. TNM 1015	32. TNM 1212	60. TNM 1248	88. TNM 1294
5. TNM 1016	33. TNM 1215	61. TNM 1249	89. TNM 1296
6. TNM 1017	34. TNM 1217	62. TNM 1250	90. TNM 1298
7. TNM 1021	35. TNM 1218	63. TNM 1254	91. TNM 1299
8. TNM 1022	36. TNM 1219	64. TNM 1255	92. TNM 1301
9. TNM 1023	37. TNM 1220	65. TNM 1256	93. TNM 1302
10. TNM 1024	38. TNM 1221	66. TNM 1257	94. TNM 1303
11. TNM 1029	39. TNM 1222	67. TNM 1258	95. TNM 1308
12. TNM 1032	40. TNM 1223	68. TNM 1259	96. TNM 1312
13. TNM 1033	41. TNM 1224	69. TNM 1260	97. TNM 1314
14. TNM 1034	42. TNM 1225	70. TNM 1261	98. TNM 1317
15. TNM 1036	43. TNM 1227	71. TNM 1262	99. TNM 1325
16. TNM 1039	44. TNM 1228	72. TNM 1263	100. TNM 1327
17. TNM 1044	45. TNM 1229	73. TNM 1264	101. TNM 1328
18. TNM 1049	46. TNM 1230	74. TNM 1265	102. TNM 1329
19. TNM 1050	47. TNM 1231	75. TNM 1266	103. TNM 1330
20. TNM 1051	48. TNM 1232	76. TNM 1267	104. TNM 1331
21. TNM 1054	49. TNM 1233	77. TNM 1268	105. TNM 1332
22. TNM 1058	50. TNM 1235	78. TNM 1269	106. TNM 1333
23. TNM 1059	51. TNM 1236	79. TNM 1270	107. TNM 1334
24. TNM 1060	52. TNM 1237	80. TNM 1271	108. TNM 1335
25. TNM 1078	53. TNM 1238	81. TNM 1272	109. TNM 1337
26. TNM 1105	54. TNM 1240	82. TNM 1274	110. TNM 1341
27. TNM 1130	55. TNM 1241	83. TNM 1276	111. TNM 1343
28. TNM 1131	56. TNM 1242	84. TNM 1278	

EXHIBIT A - Continued

Equipment Description:

Thirty-seven (37), 4,740 cubic foot, 100 ton capacity, jumbo, three pocket, covered hopper railcars with trough hatches.

Unit Numbers:

1. TNM 1002	11. TNM 1077	21. TNM 1279	31. TNM 1324
2. TNM 1003	12. TNM 1086	22. TNM 1291	32. TNM 1326
3. TNM 1013	13. TNM 1128	23. TNM 1295	33. TNM 1340
4. TNM 1014	14. TNM 1147	24. TNM 1304	34. TNM 1342
5. TNM 1038	15. TNM 1173	25. TNM 1307	35. TNM 1344
6. TNM 1040	16. TNM 1193	26. TNM 1309	36. TNM 1345
7. TNM 1042	17. TNM 1214	27. TNM 1311	37. TNM 1349
8. TNM 1055	18. TNM 1252	28. TNM 1313	
9. TNM 1057	19. TNM 1273	29. TNM 1320	
10. TNM 1068	20. TNM 1277	30. TNM 1322	

Equipment Description:

Forty-eight (48), 4,600 cubic foot, 100 ton capacity, jumbo, three pocket, covered hopper railcars with trough hatches.

Unit Numbers:

1. TNM 1006	13. TNM 1112	25. TNM 1253	37. TNM 1310
2. TNM 1018	14. TNM 1129	26. TNM 1275	38. TNM 1315
3. TNM 1019	15. TNM 1145	27. TNM 1280	39. TNM 1318
4. TNM 1028	16. TNM 1192	28. TNM 1281	40. TNM 1319
5. TNM 1037	17. TNM 1213	29. TNM 1282	41. TNM 1321
6. TNM 1043	18. TNM 1216	30. TNM 1284	42. TNM 1323
7. TNM 1047	19. TNM 1226	31. TNM 1285	43. TNM 1336
8. TNM 1048	20. TNM 1234	32. TNM 1286	44. TNM 1338
9. TNM 1052	21. TNM 1239	33. TNM 1290	45. TNM 1339
10. TNM 1053	22. TNM 1245	34. TNM 1292	46. TNM 1346
11. TNM 1079	23. TNM 1246	35. TNM 1300	47. TNM 1347
12. TNM 1094	24. TNM 1251	36. TNM 1306	48. TNM 1348